

RECORDATION NO. 26263 FILED

MAR 28 '06

2-06 PM

SURFACE TRANSPORTATION BOARD

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March 28, 2006

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Schedule No. 2 to Full Service Master Lease Agreement, dated as of May 31, 2005, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Lessor: Midwest Railcar Corporation  
4949 Autumn Oaks Drive, Suite B  
Maryville, Illinois 62062

Lessee: U.S. Silica Company  
Route 522 North  
P.O. Box 187  
Berkeley Springs, West Virginia 25441

Mr. Vernon A. Williams  
March 28, 2006  
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A description of the railroad equipment covered by the enclosed document is:

19 railcars: MRMX 130108 - MRMX 130126.

A short summary of the document to appear in the index is:

Memorandum of Schedule No. 2 to Full Service Master Lease Agreement.

Also enclosed is a check in the amount of \$33.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/anm  
Enclosures

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SURFACE TRANSPORTATION BOARD

## MIDWEST RAILCAR CORPORATION

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### MEMORANDUM OF SCHEDULE #2

between

MIDWEST RAILCAR CORPORATION

as Lessor

and

US SILICA COMPANY

as Lessee

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MEMORANDUM OF SCHEDULE #2

THIS MEMORANDUM OF SCHEDULE #2 is effective as of May 31, 2005 by and between MIDWEST RAILCAR CORPORATION, an Illinois Corporation ("Lessor"), and US SILICA COMPANY, a West Virginia Corporation ("Lessee"), with reference to the following:

1. Lessor has agreed to lease to Lessee, and Lessee has agreed to lease from Lessor, certain railcars as described on Exhibit A attached hereto and made a part hereof, all as more particularly described in that certain Schedule #2 dated May 31, 2005 between Lessor and Lessee (the "Lease").
2. The Lease shall be effective as of the execution date thereof and the term of the Lease with respect to each car shall be as set forth in the Lease.

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Schedule #2 to be executed as of the date first above written.

MIDWEST RAILCAR CORPORATION  
Lessor

By: 

Richard M. Murphy  
President & CEO

US SILICA COMPANY

By: 

Name: ROBERT MORROW

Title: UP LOGISTICS + NATIONAL ACCOUNTS

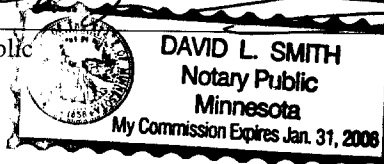
STATE OF MN, CITY OF Elk River, TO WIT:

On this 10 day of June, 2005 before me appeared, Richard M. Murphy to me personally known, who being by me duly sworn, says that he is the President of MIDWEST RAILCAR CORPORATION, an Illinois Corporation, that said instrument was signed on June 16 2005 on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[Notarial Seal]

My commission expires: 1-31-06

Notary Public



STATE OF WEST VIRGINIA, COUNTY MORGAN, CITY OF MORGAN, TO WIT:

On this 7<sup>th</sup> day of JUNE, 2005 before me appeared, ROBERT MORROW, to me personally known, who being by me duly sworn, says that he is a VP LOGISTICS & NAT'L ACCTS., of US SILICA COMPANY, a West Virginia Corporation, that said instrument was signed and sealed on June 7<sup>th</sup>, 2005 on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[Notarial Seal]

My commission expires: 9-29-2013

Notary Public

*Karrie L. Loucks*

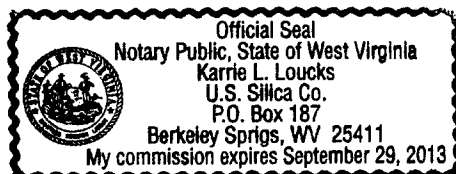


EXHIBIT A

Description of Railcars:

Nineteen (19) Railcars with  
the following Car Marks and  
Numbers:

MRMX 130108 – MRMX  
130126, inclusive